



**Huntington's
Disease
Association**

Declaration of commitment and constitution for

INSERT BRANCH NAME

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Declaration of commitment and constitution

Introduction

The Huntington's Disease Association is a registered charity (no 296453) and a company limited by guarantee (no 2021975). Each branch is a full part of the charity and is bound by our Memorandum and Articles of Association. Together, we are governed in accordance with the Memorandum and Articles of Association and by a board of trustees called the Executive Council who have overall responsibility for all of our activities and operations. We value the work our branches do and appreciate their support in enabling us to achieve our goals.

Branches are a formal part of the Huntington's Disease Association. Branches act on behalf and in our name, therefore we are legally responsible for their actions. The principles of best practice relating to the governance of charities dictate that the formal arrangements laid out in this agreement should be implemented so as to protect against actual or alleged instances of irregularity or financial inconsistency and to protect the assets of the Huntington's Disease Association (of which the branch forms part). It is therefore essential that our branches operate in accordance with this agreement, in accordance with both charity and company law and act within the policies of the Huntington's Disease Association.

[Any failure of a Branch to comply with the terms of this agreement (and any directions issued by the Executive Council) shall result in the relationship between the Branch and Huntington's Disease Association being immediately terminated and all funds held with the Branch's bank account being transferred to Huntington's Disease Association.]

Guidance

You must discuss with us:

- any part of this document found to be unclear
- any proposed actions you wish to undertake as a branch but are unclear about any associated legalities

To become a branch of the Huntington's Disease Association, members of the prospective branch must agree this Declaration of Branch Commitment and Constitution at a General Meeting. It should be signed by the branch officers, dated and sent to the Huntington's Disease Association:

**Huntington's Disease Association, Liverpool Science Park, Innovation Centre 1,
131 Mount Pleasant, Liverpool, L3 5TF**

Once approved, the document will be signed by the Chief Executive of the Huntington's Disease Association and the Chairperson of the charity's Executive Council and a copy will be returned to you for your branch records.



Branch commitment

This branch of the Huntington's Disease Association agree and commit ourselves to help and support people affected by Huntington's disease and their families, in accordance with the aims and objectives of the Huntington's Disease Association.

We will:

- operate in accordance with this Branch Commitment and Constitution and Memorandum and Articles of Association of the Huntington's Disease Association.
- accept the authority of the Executive Council of the Huntington's Disease Association and act in accordance with all directions issued by the Executive Council
- use the name of the Huntington's Disease Association within our branch's title.
- use the Huntington's Disease Association's registered charity number.
- use the current Huntington's Disease Association logo and branding for branches (in accordance with all guidelines issued by the Huntington's Disease Association).
- hold any lists of names of members of the branch, in accordance with our confidentiality policies and the requirements of the UK General Data Protection Regulations (UK GDPR) and other relevant legislation.
- use a dedicated branch email address for all branch email communication
- open a bank account in the name of our branch.
- arrange meetings for people to attend in accessible venues at appropriate times.
- draw up annual plan of branch activities, including fundraising plans, to share with staff at the Huntington's Disease Association as part of our branch return to help inform people of our events throughout the year.
- Maintain appropriate contact with people with Huntington's disease and their families, professionals and others supporters in accordance with the latest Huntington's Disease Association and General Data Protection Regulation (GDPR) guidance.
- consult with our members about our activities.
- choose activities that suit local needs, conditions and branch resources.
- promote awareness of the Huntington's Disease Association and Huntington's disease.
- raise funds with support from the Huntington's Disease Association Fundraising team.
- use funds to support the work of the Huntington's Disease Association within agreed guidelines (available in this document).
- respond sensitively to all enquiries, treat each person as an individual and build good relationships with people with Huntington's disease and their families and where appropriate, local professionals.

1. Branch membership

We will welcome everyone that is interested to join the branch. Anyone who attends the branch or maintains an interest in another way (e.g. by asking to be on the mailing list) will automatically be known as a 'member' of our branch.

We will inform all branch members of the benefits of becoming a member of the Huntington's Disease Association, which is additional to becoming a member of the branch. We will provide Huntington's Disease Association membership forms to those who wish to become members.

Each branch member over the age of 16 will have one vote. If we wish to vary this membership, such as by restricting it to 'Carers' or if we wish to vary the voting arrangement, for example, by excluding an individual, we will seek prior approval from the Executive Council of the Huntington's Disease Association.

We will treat membership lists and the personal and private affairs of individual members as confidential information. We will comply fully with the latest UK General Data Protection Regulation (UK GDPR) guidance and other relevant legislation.

2. Branch meetings

a. General branch meetings

We will:

- organise informal local meetings for branch members and others who wish to attend
- ensure confidentiality is maintained when discussing individuals or when any notes are kept, in accordance with our confidentiality policies and the requirements of the UK General Data Protection Regulations (UK GDPR) and other relevant legislation.

b. Branch committee meetings

We will:

- hold meetings of the branch committee as and when deemed necessary to discuss any matters relating to branch affairs.
- ensure the minimum number of members are present at committee meetings (the quorum) – one third plus one (as recommended by the Charity Commission) – to ensure that the committee's decisions are valid. If there are over eight on the committee the Charity Commission's guidance of a third plus one should be followed. In the unusual circumstances where there are only two committee members they must both be present for the meeting to be quorate.

c. Annual general meetings

We will:

- hold an Annual General Meeting (AGM) to which every branch member will be invited. The date for the meeting will be decided by the branch committee. In advance of the AGM, the branch committee will re-visit the Declaration of Branch Commitment and Constitution (this should be minuted within the AGM minutes).
- carry out the following at the AGM:
 - report to the members on what has happened during the year
 - present the branch income and expenditure accounts and balance sheet
 - elect the branch committee and officers. Any new branch committee member or officer will read and agree to the Branch Declaration and this will be minuted in the AGM minutes.
- ensure AGMs are quorate so that decisions can be made properly. The minimum number of voting members at an AGM is three.
 - call an Extraordinary General Meeting (EGM) for major decisions that fall outside of the AGM. Every branch member will be invited. An EGM can be held if requested by the Executive Council, if a quorate of the Branch committee feel it is necessary or on written request to the branch committee from at least three branch members.

A written record will be kept of committee meetings, AGMs and EGMs, including any decisions reached and we will send copies to Huntington's Disease Association. Our branch secretary will keep a record of these meetings for six years and they will be stored in accordance with General Data Protection Regulation (GDPR) guidance.

3. Branch Committee

a. Role of the committee

The branch committee is responsible for the running of the branch and will collectively organise activities in line with the general principles outlined in this document.

The committee will be responsible for, and account for, all money raised by individuals or groups or businesses in the name of our branch, including donations made to us.

Our branch committee will ensure any local rules introduced are consistent with, and do not conflict with, those contained in the Huntington's Disease Association's Memorandum of Articles and Association.

Our branch committee will ensure we use current Huntington's Disease Association branded letterheads, literature and other materials for correspondence, publicity, displays, websites and posters at all times.

In the event that we or the Huntington's Disease Association receive a complaint about either the branch or the Huntington's Disease Association, our Committee members will co-operate fully with any investigation into the complaint which will be carried out by the Huntington's Disease Association as per the Branch Complaints procedure. We agree to inform the Huntington's Disease Association of any complaints received immediately, follow the procedure in place and maintain a complaints log which will be included in the relevant section of the branch return and submitted at year end.

b. Election of officers and other committee members

Our branch committee will comprise of a minimum of three people – elected at the AGM. They may remain in post for a maximum period of three years at which point, the post holder(s) must step down from their role and, if they wish to do so, present themselves for re-election. If no one contests the role and the previous post holder wishes to continue they may be duly re-elected at the AGM for a further three-year term.

Under general rule, no person may hold more than one of the three main committee posts (chair, secretary, treasurer) simultaneously without the approval of the Huntington's Disease Association. In exceptional circumstances, a dual role can be held for a maximum of six months.

If there is more than one person who wishes to apply for a particular committee role, the branch will hold an election by secret ballot at the AGM to decide who will take the role.

Additional committee members (up to a maximum of six including officers) will be elected at the AGM or our committee may co-opt people during the year.

Our branch Secretary will inform the Huntington's Disease Association of the names and addresses of the officers and of any changes to personnel. This will be done via email if mid-year or on the branch return at year end.

In the event that the branch cannot fill any or all of the three main posts of Chairperson, Secretary and Treasurer, the branch will inform the Huntington's Disease Association and request advice on how to proceed.

[The Executive Council of the Huntington's Disease Association may at any time and for any reason:

- Remove committee members and officers;
- Suspend or cancel elections; and
- Appoint new committee members and officers.

c. Chairperson role

Our branch chairperson will:

- act in accordance with the role description in the branch pack.
- ensure that all meetings are planned effectively and conducted according to the rules of the Huntington's Disease Association, and that matters are dealt with in an orderly, efficient manner.
- represent the branch when necessary as its figurehead and spokesperson.

d. Secretary role

The branch secretary will:

- act in accordance with the role description in the branch pack.
- arrange meetings, prepare and circulate agendas for committee meetings, take minutes of committee meetings, and check that agreed actions are carried out.

- maintain up to date records of branch members in accordance with the Huntington's Disease Association confidentiality policies and UK General Data Protection Regulation (UK GDPR) guidance and other relevant legislation.
- ensure that our branch complies with all Huntington's Disease Association policies and procedures.
- act as custodian of branch documents.
- communicate with members regarding branch meetings and other matters.
- respond to all correspondence.
- liaise with external organisations for the purposes of publicity and fundraising or delegate to an appropriate branch member.
- carry out any other duties deemed necessary for the smooth running of the branch.

e. Treasurer role

Our branch treasurer will:

- act in accordance with the role description in the branch pack.
- maintain detailed, clear and legible accounts of the financial transactions of our branch in a form approved by the Huntington's Disease Association.
- receive, bank and pay out all monies on behalf of our branch.
- supply details of all bank and building society accounts and ensure that a member of the charity with authorised signatory responsibility (e.g. trustee or staff member with finance responsibility), is included on the signatory list for the branch account to allow the bank to release funds to the charity in the event of our branch being dissolved.
- report regularly to our branch committee on the financial affairs of the branch.
- follow the guidance of the Huntington's Disease Association regarding cheque signatories, preparation and submission of financial returns, inspection of accounts and any other legal requirements.
- arrange for branch accounts to be audited in accordance with the Huntington's Disease Association's guidance.
- submit end of year accounts information to the Huntington's Disease Association in the designated format.
- submit bank statements twice a year (one with the branch return and one additional submission in October)
- report on our branch financial affairs at the AGM.

f. Conflicts of interest and loyalty

Our committee members will declare in writing any professional role or interest outside of our branch, which may give rise to a conflict of interest or loyalty with the work of the branch or wider charity. These must be detailed in appendix B of this document and the details notified to other members of the committee in a committee meeting (and minuted accordingly) and sent to the Huntington's Disease Association.

If a member of our committee requests a grant from branch funds, either for themselves or for any family member, they will be excluded from all discussions relating to the application and the decision making process.

Any branch member taking on a committee role will do so in a personal and voluntary capacity. They are not representative of any other company or organisation to which they are professionally or voluntarily connected. All potential committee members will read the conflict of interest policy.

g. Training

We will ensure as far as possible that members who undertake specific roles within our branch have sufficient knowledge and experience to carry out the required tasks. If specific training is required to assist and support these members, we will discuss this with the Huntington's Disease Association's Volunteer Manager in the first instance.

4. Financial matters

The branch will be financially self-supporting. We will use income solely to further the aims of the Huntington's Disease Association.

Money will be used for our branch activities in line with the guidance from the Huntington's Disease Association and / or donations will be sent (for general or specified purposes) to the Huntington's Disease Association at any time during the year.

Our branch committee will agree on an annual budget for the branch including all anticipated fundraising activities; these documents should be shared with the Huntington's Disease Association on an annual basis.

We will ensure that all bank accounts are operated on a dual signatory basis - any two of Chairperson, Secretary and Treasurer.

We understand that we are authorised to use branch funds in the following ways as required:

- to operate a branch welfare, grant scheme for the financial support of individuals affected by Huntington's disease and their families. This will be carried out in accordance with the financial limits determined by the Executive Council, currently set at £350 per financial year. If we wish to award more than £350 to any one individual during our financial year we will seek prior approval from the Executive Council.
- to pay for the reasonable and necessary out of pocket expenses incurred by branch members when on branch business. All expenses will be recorded in the year-end branch return by our branch treasurer.
- to transfer any money above the sum of £2000 that remains in our branch account at the end of the financial year (31 March) to the Huntington's Disease Association. We will request special permission from the Executive Council if we want to hold over £2000. If granted, it will apply only for the financial year in which it was granted.
- to support only research officially authorised by the Huntington's Disease Association (e.g. research projects specifically authorised by the EC and Huntington's Disease Association Medical Advisory Board). These projects are selected on their merit to obtain maximum benefit for Huntington's disease. All research projects are examined first by the Medical Advisory Board and their views and decisions are then passed to the Executive Council for relevant action.

Our branch will not:

- employ staff.
- impose a membership subscription.
- enable an overdraft facility on the branch bank account
- enter any contract to provide services for the local authority or other body, such as NHS services or departments

- purchase, lease or otherwise fund property or individual items of equipment (unless awarding a grant to an individual for the purpose of purchasing equipment).
- pledge the credit of the Huntington's Disease Association by way of mortgage, bill of sale or promissory note
- enter into any long term financial commitment, including that which requires ongoing fundraising or restriction of funds.
- make any direct donations to fund any form of medical research other than that as outlined above.
- make charitable donations to any other organisations or charities operating locally, regionally, nationally or internationally without prior agreement of the Executive Council.

5. Fundraising

We understand that we are able and encouraged to carry out fundraising activities to support our own activities and those of the wider Huntington's Disease Association.

We will:

- not do anything to bring the Huntington's Disease Association, its volunteers or trustees into disrepute.
- ensure all materials produced will include the registered charity number 296453 England and Wales and follow all design and marketing guidelines outlined by the Huntington's Disease Association
- ensure that all fundraising activities undertaken are legal including obtaining the relevant licenses for raffles, street collections and any other activities which require legal authority, such as certain events or serving alcohol.
- speak to the Fundraising team at the Huntington's Disease Association for advice and support around fundraising activities.

6. Compliance, disputes and winding up

[The Executive Council of the Huntington's Disease Association may at any time and for any reason take over the running of the branch where they consider it necessary in order to protect the reputation and assets of Huntington's Disease Association.]

Our branch will comply with the requirements of the Companies Act 1985 and the Charities Act 2016 and any other legal requirements that we may be informed about from time to time by the Huntington's Disease Association.

If the branch is unable to abide by this commitment, find any part of it ambiguous, or open to dispute, then the branch will seek advice from the Executive Committee. The decisions of the Executive Committee shall be final and binding.

Our branch will inform all branch members and the Huntington's Disease Association promptly if the Branch is to be wound up. The Branch may then be dissolved by a two-thirds majority of Branch members voting at a Branch AGM or EGM.

The Executive Committee also has the power at any time, by resolution passed by a two-thirds majority of members present, to wind up the affairs and activities of our Branch.

If the Branch is wound up or ceases to exist, the Branch Committee will transfer all records, money and other assets to the Huntington's Disease Association.

Our
signatures

We, the undersigned, adopt this Declaration of Commitment and Constitution on behalf of the (INSERT BRANCH NAME) branch

Chairperson

Name (print)	Address	Signature
		Date signed
Phone	Email	

Secretary

Name (print)	Address	Signature
		Date signed
Phone	Email	

Treasurer

Name (print)	Address	Signature
		Date signed
Phone	Email	

This Declaration of Branch Commitment is approved by the Executive Council on (date) on behalf of the Huntington's Disease Association accordance with current Charity Law.

Professor Hugh Rickards
Chair

Cath Stanley
Chief Executive

Appendix A – Other committee members

By signing below, other members of the Committee agree to be bound by the Declaration of Commitment and Constitution of the (INSERT BRANCH NAME) branch.

Committee role <i>(e.g. Ordinary member)</i>			
Name (print)	Address	Signature	
		Date signed	
Phone	Email		
Date elected		Date removed	

Committee role <i>(e.g. Ordinary member)</i>			
Name (print)	Address	Signature	
		Date signed	
Phone	Email		
Date elected		Date removed	

Committee role <i>(e.g. Ordinary member)</i>			
Name (print)	Address	Signature	
		Date signed	
Phone	Email		
Date elected		Date removed	

Appendix B – Declaration of potential conflict of interest

Please use this form to report any potential conflict of interest, which could arise during your term of office with the branch.

Name of branch	
Your name and contact details	
Committee role (e.g. Ordinary member)	
Details of potential conflict of interest	
Action to be taken to mitigate conflict of interest	
Date recorded	
Date sent to the Huntington's Disease Association	